

ORIGINAL

LOCKHEED MARTIN
GLOBAL TELECOMMUNICATIONS



June 5, 2002

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COMMUNICATIONS

Mr. Thomas Dorman
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602

Re: **LOCKHEED MARTIN GLOBAL TELECOMMUNICATIONS SERVICES, INC.,
LOCKHEED MARTIN GLOBAL TELECOMMUNICATIONS, INC. and LOCKHEED
MARTIN CORPORATION: Notification of a Corporate Reorganization Resulting
in a *Pro Forma* Change in Direct Ownership**

Dear Mr. Dorman,

Lockheed Martin Global Telecommunications Services, Inc. ("LMGT Services"), its immediate parent, Lockheed Martin Global Telecommunications, Inc. ("LMGT") and its ultimate parent, Lockheed Martin Corporation ("LMC"), (collectively the "Parties"), hereby respectfully notify the Kentucky Public Service Commission ("Commission") of a minor *pro forma* intracorporate restructuring of LMGT Services' current ownership whereby LMGT will transfer its stock in LMGT Services to LMC. This change in ownership is *pro forma* only, as the ultimate parent of LMGT Services is currently, and will remain, LMC. This minor restructuring does not require the transfer of LMGT Services' telecommunications operating authority, and therefore will not affect the identity of the current service provider, or the current rates, terms and conditions under which LMGT Services will offer telecommunications services to

customers in Kentucky. Because this transaction does not alter the ultimate control of LMGT Services by LMC, it is the Parties' understanding that the intracorporate restructuring described herein does not require formal approval procedures before the Commission.

I. DESCRIPTION OF THE PARTIES

LMGT Services, a privately held Delaware corporation headquartered at 6560 Rock Spring Drive, Bethesda, Maryland, 20817, is a direct, wholly owned subsidiary of LMGT, which in turn is an indirect, wholly owned subsidiary of LMC. LMGT Services is authorized to provide resold interexchange services in approximately 40 states. In Kentucky, the Commission approved LMGT Services to provide resold interexchange telecommunications services with a tariff effectiveness date of October 11, 2001.

LMC is a publicly held Delaware corporation headquartered at 6801 Rockledge Drive, Bethesda, Maryland, 20817. LMC is a leading global provider of advanced technology systems, products and services for government and commercial customers. LMC serves customers in both domestic and international markets and had 2001 sales approaching \$25 billion.

II. DESIGNATED CONTACTS

The designated contact for questions regarding this Notification is:

Robert A. Mansbach
Assistant General Counsel
LOCKHEED MARTIN GLOBAL TELECOMMUNICATIONS SERVICES, INC.
6560 Rock Spring Drive
Bethesda, MD 20817
Tel. (301) 214-3459
Fax: (301) 214-7145

III. DESCRIPTION OF THE TRANSACTION

For corporate and business reasons, LMC desires to realign its direct and indirect subsidiaries. The internal corporate restructuring proposed by the Parties involves the transfer of one hundred percent (100%) of LMGT Services' outstanding stock from LMGT to LMC, thus making LMGT Services a direct, wholly owned subsidiary of LMC. The ownership structure relevant to LMGT Services before and after this transaction is shown on the organizational charts attached hereto as *Exhibit A*.

IV. PUBLIC INTEREST ANALYSIS

The minor restructuring proposed by the Parties will not adversely affect the public interest. This transaction involves no change to the entity which will be offering telecommunications services to customers in Kentucky, or to the rates, terms and conditions of the services to be offered in Kentucky. Moreover, this transaction does not affect the technical, managerial or financial qualifications of LMGT Services to provide telecommunications services in Kentucky, as the continued ownership and control of LMGT Services by its ultimate parent, LMC, ensures the continued availability of identical technical, managerial and financial resources. The day-to-day operations of the company, including its existing regulatory and customer service personnel, will remain unchanged. Thus, the proposed restructuring holds no disadvantages for customers in Kentucky and elsewhere.

In Kentucky, LMGT Services will compete with numerous other telecommunications providers. Because the public interest is best served by assuring the presence of numerous competitors in the market for telecommunications services, it is important to provide such competitors with the flexibility to arrange their ownership structure in the manner they deem most appropriate to carry on their business, to the extent the public is not adversely affected. To

deny such flexibility would discourage new competitors from entering the market for telecommunications services in Kentucky, and would encourage existing competitors to seek a more favorable regulatory environment elsewhere. The Parties believe that this consideration underscores the benefits to the public of the restructuring proposed herein.

As noted above, it is the Parties' understanding that formal Commission approval procedures are not required for the intracorporate restructuring described herein. Accordingly, this notification is submitted to maintain the accuracy of the Commission's records for LMGTS, and to obtain any approval of the transaction which the Commission deems appropriate.

Enclosed please find four (4) copies of this notification for the Commission's records. Enclosed please also find a duplicate of this letter for date-stamp and return in the pre-addressed envelope provided. Please feel free to contact me at (301) 214-3459 if you have any questions regarding this filing.

Respectfully submitted,

Lockheed Martin Global Telecommunications Services, Inc.
Lockheed Martin Global Telecommunications, Inc.
Lockheed Martin Corporation

By:

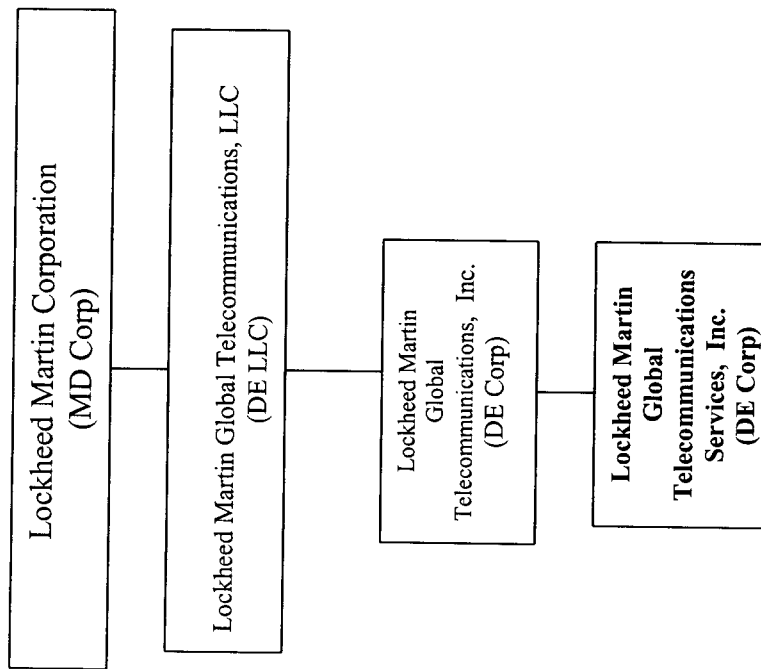


Robert A. Mansbach
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Lockheed Martin Global Telecommunications Services, Inc.
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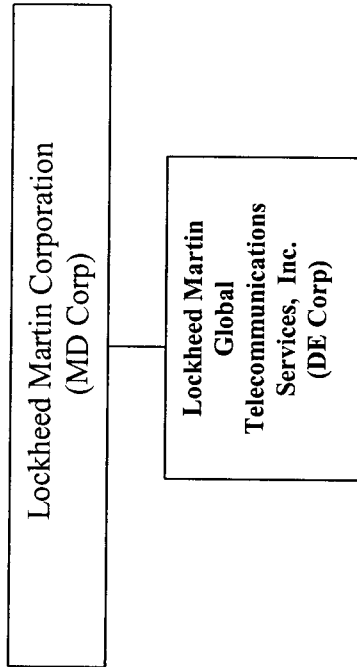
EXHIBIT A

**PRE- AND POST RESTRUCTURING
ORGANIZATIONAL CHART**

"BEFORE"



"AFTER"



Note: The Lockheed Martin Corporation is composed of a considerable number of subsidiary entities, with operations which are essentially unrelated to the provision of regulated interstate telecommunications services or to the specific operations of Lockheed Martin Global Telecommunications Services, Inc. (LMGTS). The majority of LMC subsidiaries are not shown in this chart.